

B1 (Official Form 1) (4/10)

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF TEXAS HOUSTON DIVISION		Voluntary Petition										
Name of Debtor (if individual, enter Last, First, Middle): I-10 Barker Cypress, Ltd.		Name of Joint Debtor (Spouse) (Last, First, Middle):										
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): fka Bally West, Ltd.		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):										
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 90-0313131		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):										
Street Address of Debtor (No. and Street, City, and State): 940 Corbindale Road Houston, TX		Street Address of Joint Debtor (No. and Street, City, and State):										
		ZIP CODE 77024										
County of Residence or of the Principal Place of Business: Harris		County of Residence or of the Principal Place of Business:										
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):										
		ZIP CODE										
Location of Principal Assets of Business Debtor (if different from street address above):		ZIP CODE										
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input type="checkbox"/> Corporation (includes LLC and LLP) <input checked="" type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input checked="" type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.									
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Check one box: Chapter 11 Debtors <input type="checkbox"/> Debtor is a small business debtor as defined by 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).										
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY										
Estimated Number of Creditors <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;"><input checked="" type="checkbox"/> 1-49</td> <td style="width: 10%;"><input type="checkbox"/> 50-99</td> <td style="width: 10%;"><input type="checkbox"/> 100-199</td> <td style="width: 10%;"><input type="checkbox"/> 200-999</td> <td style="width: 10%;"><input type="checkbox"/> 1,000-5,000</td> <td style="width: 10%;"><input type="checkbox"/> 5,001-10,000</td> <td style="width: 10%;"><input type="checkbox"/> 10,001-25,000</td> <td style="width: 10%;"><input type="checkbox"/> 25,001-50,000</td> <td style="width: 10%;"><input type="checkbox"/> 50,001-100,000</td> <td style="width: 10%;"><input type="checkbox"/> Over 100,000</td> </tr> </table>		<input checked="" type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> Over 100,000	
<input checked="" type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> Over 100,000			
Estimated Assets <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;"><input type="checkbox"/> \$0 to \$50,000</td> <td style="width: 10%;"><input type="checkbox"/> \$50,001 to \$100,000</td> <td style="width: 10%;"><input type="checkbox"/> \$100,001 to \$500,000</td> <td style="width: 10%;"><input type="checkbox"/> \$500,001 to \$1 million</td> <td style="width: 10%;"><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td style="width: 10%;"><input checked="" type="checkbox"/> \$10,000,001 to \$50 million</td> <td style="width: 10%;"><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td style="width: 10%;"><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td style="width: 10%;"><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td style="width: 10%;"><input type="checkbox"/> More than \$1 billion</td> </tr> </table>		<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input checked="" type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion	
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Estimated Liabilities <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;"><input type="checkbox"/> \$0 to \$50,000</td> <td style="width: 10%;"><input type="checkbox"/> \$50,001 to \$100,000</td> <td style="width: 10%;"><input type="checkbox"/> \$100,001 to \$500,000</td> <td style="width: 10%;"><input type="checkbox"/> \$500,001 to \$1 million</td> <td style="width: 10%;"><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td style="width: 10%;"><input checked="" type="checkbox"/> \$10,000,001 to \$50 million</td> <td style="width: 10%;"><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td style="width: 10%;"><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td style="width: 10%;"><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td style="width: 10%;"><input type="checkbox"/> More than \$1 billion</td> </tr> </table>		<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input checked="" type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion	
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Voluntary Petition (This page must be completed and filed in every case.)		Name of Debtor(s): I-10 Barker Cypress, Ltd.
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)		
Location Where Filed: None	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet.)		
Name of Debtor:	Case Number:	Date Filed:
District:	Relationship:	Judge:
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).
X _____ Date		
Exhibit C		
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?		
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.		
Exhibit D		
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)		
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.		
If this is a joint petition:		
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.		
Information Regarding the Debtor - Venue (Check any applicable box.)		
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.		
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)		
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)		
(Name of landlord that obtained judgment)		
(Address of landlord)		
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).		

Voluntary Petition*(This page must be completed and filed in every case)*

Signature(s) of Debtor(s) (Individual/Joint) <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____</p> <p>X _____</p> <p>Telephone Number (If not represented by attorney) _____</p> <p>Date _____</p>	Name of Debtor(s): I-10 Barker Cypress, Ltd.
Signatures	
<p>Signature of Attorney*</p> <p>X <u>/s/ James B. Jameson</u> James B. Jameson Bar No. 10598500</p> <p>James B. Jameson & Associates 3355 West Alabama, Ste. 1160 Houston, TX 77098</p> <p>Phone No. (713) 807-1705 Fax No. (713) 807-1710</p> <p>07/02/2010</p> <p>Date _____</p> <p>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</p>	<p>Signature of a Foreign Representative</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____</p> <p>(Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date _____</p>
<p>Signature of Debtor (Corporation/Partnership)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>I-10 Barker Cypress, Ltd.</p> <p>X <u>/s/ Peyton Cottrell</u> Signature of Authorized Individual</p> <p>Peyton Cottrell Printed Name of Authorized Individual</p> <p>Pres. of Development Enterpr., Inc., GP Title of Authorized Individual</p> <p>07/02/2010</p> <p>Date _____</p>	<p>Signature of Non-Attorney Bankruptcy Petition Preparer</p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____</p> <p>Date _____</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p>

In re **I-10 Barker Cypress, Ltd.**Case No. _____
(if known)**SCHEDULE A - REAL PROPERTY**

Description and Location of Property	Nature of Debtor's Interest in Property	Current Value of Debtor's Interest in Property, Without Deducting Any Secured Claim or Exemption	Amount Of Secured Claim
17750 Katy Freeway, Houston, Texas 77084 83,000 sq ft shopping center on 17.2 acres of land Legal Description: RES A1 & TR B PARK TEN SEC 8	Fee Simple	\$24,000,000.00	\$17,708,727.25

Total: **\$24,000,000.00**

(Report also on Summary of Schedules)

In re I-10 Barker Cypress, Ltd.

Case No. _____

(if known)

SCHEDULE B - PERSONAL PROPERTY

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
1. Cash on hand.	X		
2. Checking, savings or other financial accounts, certificates of deposit or shares in banks, savings and loan, thrift, building and loan, and home-stead associations, or credit unions, brokerage houses, or cooperatives.		Compass Bank Operating Acct #xxxxxx3538	\$82.09
		Compass Bank Construction Acct #xxxxxx0893	\$105.89
		Compass Bank Escrow Acct #xxxxxx6440	\$229.06
		Prosperity Bank Money Market Acct #xxx1970	\$38,625.24
3. Security deposits with public utilities, telephone companies, landlords, and others.	X		
4. Household goods and furnishings, including audio, video and computer equipment.	X		
5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.	X		
6. Wearing apparel.	X		
7. Furs and jewelry.	X		
8. Firearms and sports, photographic, and other hobby equipment.	X		

In re **I-10 Barker Cypress, Ltd.**

Case No. _____

(if known)

SCHEDULE B - PERSONAL PROPERTY*Continuation Sheet No. 1*

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X		
10. Annuities. Itemize and name each issuer.	X		
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X		
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X		
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X		
14. Interests in partnerships or joint ventures. Itemize.	X		
15. Government and corporate bonds and other negotiable and non-negotiable instruments.	X		
16. Accounts receivable.	X		
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X		

In re **I-10 Barker Cypress, Ltd.**

Case No. _____

(if known)

SCHEDULE B - PERSONAL PROPERTY*Continuation Sheet No. 2*

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X		
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X		
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X		
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		<p>Pending lawsuit against Hoang Cindy Phan for breach of lease (Defendant has filed bankruptcy, Case No. 32514, in this Court; collectibility unlikely)</p> <p>Pending lawsuit against Brian Craft for breach of lease (collectibility unknown; counter-claim against Debtor also pending) [estimated claim]</p> <p>Pending lawsuit against Patrick A Onyenaucheya for unlawful lien (Defendant has counter-claim against Debtor; damages and collectibility unknown)</p> <p>Pending lawsuit against Hawkeye Interests, LLC, Brent Mollenhauer and Carol S. Fensterman for breach of lease (partial summary judgment entered against Defendant, Fensterman; claim amount is estimated and collectibility unknown)</p>	\$198,000.00 \$235,000.00 Unknown \$519,019.00
22. Patents, copyrights, and other intellectual property. Give particulars.	X		

In re **I-10 Barker Cypress, Ltd.**

Case No. _____

(if known)

SCHEDULE B - PERSONAL PROPERTY*Continuation Sheet No. 3*

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
23. Licenses, franchises, and other general intangibles. Give particulars.	X		
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X		
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X		
26. Boats, motors, and accessories.	X		
27. Aircraft and accessories.	X		
28. Office equipment, furnishings, and supplies.	X		
29. Machinery, fixtures, equipment, and supplies used in business.	X		
30. Inventory.	X		
31. Animals.	X		
32. Crops - growing or harvested. Give particulars.	X		
33. Farming equipment and implements.	X		
34. Farm supplies, chemicals, and feed.	X		

B6B (Official Form 6B) (12/07) -- Cont.

In re **I-10 Barker Cypress, Ltd.**Case No. _____
(if known)**SCHEDULE B - PERSONAL PROPERTY***Continuation Sheet No. 4*

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
35. Other personal property of any kind not already listed. Itemize.	X		

(Include amounts from any continuation sheets attached. Report total also on Summary of Schedules.)

4 continuation sheets attached

Total >

\$991,061.28

In re **I-10 Barker Cypress, Ltd.**

Case No. _____

(If known)

SCHEDULE C - PROPERTY CLAIMED AS EXEMPT

Debtor claims the exemptions to which debtor is entitled under:
(Check one box)

11 U.S.C. § 522(b)(2)
 11 U.S.C. § 522(b)(3)

Check if debtor claims a homestead exemption that exceeds
\$146,450.*

Description of Property	Specify Law Providing Each Exemption	Value of Claimed Exemption	Current Value of Property Without Deducting Exemption
Not Applicable			
*Amount subject to adjustment on 4/1/13 and every three years thereafter with respect to cases commenced on or after the date of adjustment.		\$0.00	\$0.00

B6D (Official Form 6D) (12/07)

In re I-10 Barker Cypress, Ltd.

Case No.

(if known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above.)	CODEBTOR	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCT #:							
Compass Bank c/o Theresa R. Nassif Jackson Walker, LLP 1401 McKinney Street, Ste. 1900 Houston, TX 77010		DATE INCURRED: NATURE OF LIEN: Deed of Trust COLLATERAL: 17750 Katy Freeway, Houston, Texas 77084 REMARKS: (Estimated Claim Amount)				\$17,261,509.00	
ACCT #: xxxxxx-xxx-xx1-001		DATE INCURRED: NATURE OF LIEN: Ad Valorem Taxes COLLATERAL: 17750 Katy Freeway, Houston, Texas 77084 REMARKS:				\$266,490.14	
David J. Piwonka Katy ISD Tax Assessor-Collector PO Box 761 Katy, TX 77492		VALUE: \$24,000,000.00					
ACCT #: xxx-xxx-xxx-0003							
Leo Vasquez Harris County Tax Assessor-Collector P.O. Box 4622 Houston, TX 77210-4622		DATE INCURRED: NATURE OF LIEN: Ad Valorem Taxes COLLATERAL: 17750 Katy Freeway, Houston, Texas 77084 REMARKS:				\$180,728.11	
		VALUE: \$24,000,000.00					

No continuation sheets attached

Subtotal (Total of this Page)
Total (Use only on last page)

(Report also on If applicable,

Summary of report also on

Schedules.) Statistical Summary of Certain Liabilities and Related Data.)

B6E (Official Form 6E) (04/10)

In re **I-10 Barker Cypress, Ltd.**Case No. _____
(If Known)**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS** Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.**TYPES OF PRIORITY CLAIMS** (Check the appropriate box(es) below if claims in that category are listed on the attached sheets.) **Domestic Support Obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

 Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

 Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

 Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

 Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

 Deposits by individuals

Claims of individuals up to \$2,600* for deposits for the purchase, lease or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

 Taxes and Certain Other Debts Owed to Governmental Units

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

 Commitments to Maintain the Capital of an Insured Depository Institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

 Claims for Death or Personal Injury While Debtor Was Intoxicated

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

 Administrative allowances under 11 U.S.C. Sec. 330

Claims based on services rendered by the trustee, examiner, professional person, or attorney and by any paraprofessional person employed by such person as approved by the court and/or in accordance with 11 U.S.C. §§ 326, 328, 329 and 330.

* Amounts are subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B6E (Official Form 6E) (04/10) - Cont.

In re I-10 Barker Cypress, Ltd.

Case No. _____

(If Known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

TYPE OF PRIORITY	Taxes and Certain Other Debts Owed to Governmental Units		
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CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
ACCT #:		DATE INCURRED: CONSIDERATION: Notice Only REMARKS:				Notice Only	Notice Only	Notice Only
Internal Revenue Service 8701 South Gessner STOP 5433 HAL Houston, TX 77074								

Sheet no. 1 of 1 continuation sheets
attached to Schedule of Creditors Holding Priority Claims

Subtotals (Totals of this page) >

Total >

(Use only on last page of the completed Schedule E.
Report also on the Summary of Schedules.)

Totals >

(Use only on last page of the completed Schedule E.
If applicable, report also on the Statistical Summary
of Certain Liabilities and Related Data.)

\$0.00	\$0.00	\$0.00
\$0.00		
	\$0.00	\$0.00

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: xxxx-x0882 Advantage Electric, Inc. c/o J. Scott Douglas 909 Fannin, Ste. 1800 Houston, TX 77010		DATE INCURRED: CONSIDERATION: Pending Lawsuit REMARKS: Pending in 281st District Court, Harris County	X	X	X	Unknown
ACCT #: xxxx-x9393 Brian Craft c/o J. Kevin Raley The Mendel Law Firm, LP 1155 Dairy Ashford, Ste. 104 Houston, TX 77079		DATE INCURRED: CONSIDERATION: Pending Litigation (Breach of Lease) REMARKS: Counter-Claim against Debtor in pending litigation; 234th District Court, Harris County	X	X	X	Unknown
ACCT #: xxxx-xxxx-3010 City of Houston-Dept of Public Works PO Box 1560 Houston, TX 77251		DATE INCURRED: CONSIDERATION: Utilities REMARKS: Adjusted Reading requested 12/30/09; Still pending			X	\$4,736.98
ACCT #: J.W. Daubert PO Box 22267 Houston, TX 77227-2267		DATE INCURRED: CONSIDERATION: Professional Services REMARKS:				\$750.00
ACCT #: xxxx-x2119 O'Connor & Associates 2200 North Loop West #200 Houston, TX 77018		DATE INCURRED: CONSIDERATION: Professional Services REMARKS:				\$17,988.47
ACCT #: xxxx-x7497 Patrick Onyenaucheya 22507 Fincastle Drive Katy, TX 77450		DATE INCURRED: CONSIDERATION: Pending Litigation REMARKS: Counter-Claim against Debtor in pending litigation; 151st District Court, Harris County	X	X	X	Unknown
Subtotal >						\$23,475.45
Total >						
(Use only on last page of the completed Schedule F.)						
(Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)						

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: xxxx-x0882 R.H. Construction c/o Glenn J. Deadman, P.C. 509 South Main Avenue San Antonio, TX 78204		DATE INCURRED: CONSIDERATION: Pending Litigation REMARKS: Cross-Claim against Debtor; Pending in 281st District Court, Harris County	X	X	X	Unknown
ACCT #: Sprint Waste Services PO Box 4890, Dept. 101 Houston, TX 77210-4890		DATE INCURRED: CONSIDERATION: Trash/Dumpster Services REMARKS:				\$1,250.00
ACCT #: xxxx5287 Ten West Owners Association c/o Northmarq RE/MS #600 3500 American Blvd. West, #200 Bloomington, MN 55431		DATE INCURRED: CONSIDERATION: Management Assoc. Fees REMARKS:				\$3,860.00
Sheet no. <u>1</u> of <u>1</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal >			\$5,110.00
			Total >			\$28,585.45
(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)						

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
Azzarelli's Italian Restaurant 17754-B Katy Freeway Houston, TX 77084	Tenant Lease (Bldg H) Exp 10/31/19 Contract to be ASSUMED
Bally Total Fitness 17750 Katy Freeway Houston, TX 77084	Tenant Lease (Bldg B) Exp 5/31/27 Contract to be ASSUMED
Burger-Tex Restaurant 17756 Katy Freeway Houston, TX 77084	Tenant Lease (Bldg G) Exp 5/31/20 Contract to be ASSUMED
Coaches Sports Bar & Grill 17754 Katy Freeway Houston, TX 77084	Tenant Lease (Bldg E) Exp 9/30/19 Contract to be ASSUMED
Dental Office 17748 Katy Freeway Houston, TX 77084	Tenant Lease (Bldg A) Exp 2/28/19 Contract to be ASSUMED

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES*Continuation Sheet No. 1*

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
Far Seas Grill 11756 Katy Freeway Houston, TX 77084	Tenant Lease (Bldg G) Exp 10/31/13 Contract to be ASSUMED
Firehouse Subs 17758 Katy Freeway Houston, TX 77084	Tenant Lease (Bldg. F) Exp 3/31/14 Contract to be ASSUMED
Kimchi's Korean Cafe 17748 Katy Freeway Houston, TX 77084	Tenant Lease (Bldg A) Exp 7/31/13 Contract to be ASSUMED
Manus Health 17758 Katy Freeway Houston, TX 77084	Tenant Lease (Bldg F) Exp 5/31/15 Contract to be ASSUMED

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES*Continuation Sheet No. 2*

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
Smoothie Factory 17758 Katy Freeway Houston, TX 77084	Tenant Lease (Bldg F) Exp. 2/28/13 Contract to be ASSUMED
State Farm Insurance 17756 Katy Freeway Houston, TX 77084	Tenant Lease (Bldg G) Exp. 10/31/13 Contract to be ASSUMED
Travel Leaders 17756 Katy Freeway Houston, TX 77084	Tenant Lease (Bldg. G) Exp. 3/31/14 Contract to be ASSUMED
VIP Haircuts 17748 Katy Freeway Houston, TX 77084	Tenant Lease (Bldg A) Exp. 8/31/14 Contract to be ASSUMED

B6H (Official Form 6H) (12/07)

In re **I-10 Barker Cypress, Ltd.**

Case No. _____

(if known)

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by the debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight-year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

 Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re **I-10 Barker Cypress, Ltd.**

Case No.

Chapter **11**

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	\$24,000,000.00		
B - Personal Property	Yes	5	\$991,061.28		
C - Property Claimed as Exempt	No				
D - Creditors Holding Secured Claims	Yes	1		\$17,708,727.25	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		\$0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	2		\$28,585.45	
G - Executory Contracts and Unexpired Leases	Yes	3			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No				N/A
J - Current Expenditures of Individual Debtor(s)	No				N/A
TOTAL		15	\$24,991,061.28	\$17,737,312.70	

B6 Declaration (Official Form 6 - Declaration) (12/07)

In re **I-10 Barker Cypress, Ltd.**

Case No. _____

(if known)

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, the Pres. of Development Enterpr., Inc., GP of the Partnership
named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of
17 sheets, and that they are true and correct to the best of my knowledge, information, and belief.
(Total shown on summary page plus 1.)

Date 07/02/2010

Signature /s/ Peyton Cottrell
Peyton Cottrell
Pres. of Development Enterpr., Inc., GP

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

IN RE: I-10 Barker Cypress, Ltd.

Case No.

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, goverment contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured also state value of security]

O'Connor & Associates Professional Services \$17,988.47
 2200 North Loop West #200
 Houston, TX 77018

City of Houston-Dept of Public Works Utilities Disputed \$4,736.98
 PO Box 1560
 Houston, TX 77251

Ten West Owners Association Management Assoc. Fees \$3,860.00
 c/o Northmarq RE/MS #600
 3500 American Blvd. West, #200
 Bloomington, MN 55431

Sprint Waste Services Trash/Dumpster Services \$1,250.00
 PO Box 4890, Dept. 101
 Houston, TX 77210-4890

J.W. Daubert Professional Services \$750.00
 PO Box 22267
 Houston, TX 77227-2267

R.H. Construction c/o Pending Litigation Contingent
 Glenn J. Deadman, P.C. Unliquidated
 509 South Main Avenue Disputed
 San Antonio, TX 78204

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

IN RE: **I-10 Barker Cypress, Ltd.**

Case No.

Chapter **11**

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Continuation Sheet No. 1

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured also state value of security]

Patrick Onyenaucheya
22507 Fincastle Drive
Katy, TX 77450

Pending Litigation

*Contingent
Unliquidated
Disputed*

\$0.00

Brian Craft c/o
J. Kevin Raley
The Mendel Law Firm, LP
1155 Dairy Ashford, Ste. 104
Houston, TX 77079

Pending Litigation (Breach of Lease)

*Contingent
Unliquidated
Disputed*

\$0.00

Advantage Electric, Inc. c/o
J. Scott Douglas
909 Fannin, Ste. 1800
Houston, TX 77010

Pending Lawsuit

*Contingent
Unliquidated
Disputed*

\$0.00

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the Pres. of Development Enterpr., Inc., GP of the Partnership
named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date: 07/02/2010

Signature: /s/ Peyton Cottrell
Peyton Cottrell
Pres. of Development Enterpr., Inc., GP

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

IN RE: I-10 Barker Cypress, Ltd.

CASE NO

CHAPTER 11

VERIFICATION OF CREDITOR MATRIX

The above named Debtor hereby verifies that the attached list of creditors is true and correct to the best of his/her knowledge.

Date 07/02/2010

Signature /s/ Peyton Cottrell
Peyton Cottrell
Pres. of Development Enterpr., Inc., GP

Date _____

Signature _____